

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**NOTICE OF AGENDA FOR HEARING OF MATTERS
SCHEDULED FOR DECEMBER 10, 2024 AT 10:00 A.M. (ET)**

[Continued on Next Page]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

This proceeding will be conducted in-person. All counsel and witnesses are expected to attend unless permitted to appear remotely via Zoom.

Please refer to Judge Dorsey's Chambers Procedures and the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>) for information on the method of allowed participation (video or audio), Judge Dorsey's expectations of remote participants, and the advance registration requirements.

Registration is required by 4:00 p.m. (Eastern Time) the business day before the hearing unless otherwise noticed using the eCourtAppearances tool available on the Court's website.

To attend this hearing remotely, please register using the eCourtAppearances tool ([available here](#) or on the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>))

YOU MUST USE YOUR FULL NAME WHEN LOGGING INTO ZOOM OR YOU WILL NOT BE ALLOWED INTO THE MEETING.

MATTERS UNDER CERTIFICATION

1. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto, (II) Authorizing the Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief [[D.I. 4](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); and the Official Committee of Unsecured Creditors to December 4, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto, (II) Authorizing the Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief [[D.I. 125](#), 11/6/24]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]

- C. Certification of Counsel Regarding Revised Proposed Final Order (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto, (II) Authorizing the Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief [[D.I. 310](#), 12/5/24]

Responses Received:

- D. Informal Comments from the Official Committee of Unsecured Creditors

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

2. Debtors' Motion for Interim and Final Orders Establishing Notice and Hearing Procedures for Transfers of Equity Interests in the Debtors and Declarations of Worthlessness with Respect to Equity Interests in Freedom VCM Interco. Holdings, Inc. [[D.I. 5](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); and the Official Committee of Unsecured Creditors to December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Interim Order Establishing Notice and Hearing Procedures for Transfers of Equity Interests in the Debtors and Declarations of Worthlessness with Respect to Equity Interests in Freedom VCM Interco. Holdings, Inc. [[D.I. 126](#), 11/6/24]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- C. Certification of Counsel Regarding Revised Proposed Final Order Establishing Notice and Hearing Procedures for Transfers of Equity Interests in the Debtors and Declarations of Worthlessness with Respect to Equity Interests in Freedom VCM Interco Holdings, Inc. [[D.I. 311](#), 12/5/24]

Responses Received:

- D. Informal Comments from the Official Committee of Unsecured Creditors

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

3. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue their Insurance Policies, Including their Insurance Premium Finance Program and to Pay all Obligations in Respect Thereof, (II) Authorizing the Debtors' Banks and Other Financial Institutions to Honor and Process Checks and Transfers Related Thereto, and (III) Granting Related Relief [[D.I. 6](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); and the Official Committee of Unsecured Creditors and the Chubb Companies to December 4, 2024 at 4:00 p.m. (ET);

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Continue their Insurance Policies, Including their Insurance Premium Finance Program and to Pay all Obligations in Respect Thereof, (II) Authorizing the Debtors' Banks and Other Financial Institutions to Honor and Process Checks and Transfers Related Thereto, and (III) Granting Related Relief [[D.I. 127](#), 11/6/24]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- C. Certification of Counsel Regarding Revised Proposed Final Order (I) Authorizing the Debtors to Continue their Insurance Policies, Including their Insurance Premium Finance Program, and Pay All Obligations in Respect Thereof, (II) Authorizing the Debtors' Banks and Other Financial Institutions to Honor and Process Checks and Transfers Related Thereto, and (III) Granting Related Relief [[D.I. 312](#), 12/5/24]

Responses Received:

D. Informal Comments from:

- i. The Official Committee of Unsecured Creditors
- ii. First Insurance Funding, a Division of Lake Forest Bank & Trust Company, N.A.
- iii. The Chubb Companies
- iv. The Ad Hoc Group of First Lien Lenders

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

- 4. Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Maintain their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Continue to Perform Intercompany Transactions; (II) Waiving Certain Operating Guidelines; (III) Suspending Time to Comply with Section 345(b) of the Bankruptcy Code; and (IV) Granting Related Relief [[D.I. 9](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); and the Official Committee of Unsecured Creditors to December 4, 2024 at 4:00 p.m. (ET); further extended for the Official Committee of Unsecured Creditors to December 5, 2024 at 5:00 p.m. (ET)

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to (A) Continue to Maintain their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Continue to Perform Intercompany Transactions; (II) Waiving Certain Operating Guidelines; (III) Suspending Time to Comply with Section 345(b) of the Bankruptcy Code; and (IV) Granting Related Relief [[D.I. 110](#), 11/6/24]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- C. Certification of Counsel Regarding Revised Proposed Final Order (I) Authorizing the Debtors to (A) Continue to Maintain their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Continue to Perform Intercompany Transactions; (II) Waiving Certain Operating Guidelines; (III) Suspending Time to Comply with Section 345(b) of the Bankruptcy Code; and (IV) Granting Related Relief [[D.I. 313](#), 12/5/24]

Responses Received:

- D. Informal Comments from the Official Committee of Unsecured Creditors

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

- 5. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Pay Certain Prepetition Employment Obligations and Compensation Obligations and (B) Maintain Employee Benefits Programs and Compensation Obligations and (II) Granting Related Relief [[D.I. 11](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); and the Official Committee of Unsecured Creditors and the Chubb Companies to December 4, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Interim Order (I) Authorizing Debtors to (A) Pay Certain Prepetition Employment Obligations and Compensation Obligations and (B) Maintain Employee Benefits Programs and Compensation Obligations and (II) Granting Related Relief [[D.I. 130](#), 11/6/24]

- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- C. Certification of Counsel Regarding Revised Proposed Final Order (I) Authorizing Debtors to (A) Pay Certain Prepetition Employment Obligations and Compensation Obligations and (B) Maintain the Compensation Obligations and Employee Benefits Programs and (II) Granting Related Relief [[D.I. 314](#), 12/5/24]

Responses Received:

D. Informal Comments from:

- i. The Official Committee of Unsecured Creditors
- ii. The Chubb Company
- iii. The Ad Hoc Group of First Lien Lenders

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

- 6. Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing the Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief [[D.I. 12](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); and the Official Committee of Unsecured Creditors to December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Taxes and Fees and Related Obligations, (II) Authorizing the Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto, and (III) Granting Related Relief [[D.I. 131](#), 11/6/24]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- C. Certificate of No Objection Regarding Docket No. 12 [[D.I. 316](#), 12/5/24]

Responses Received: None.

Status: A certificate of no objection has been filed. No hearing is required unless the Court has questions or concerns.

7. Debtors' First Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain (A) Unexpired Leases of Nonresidential Real Property, (B) Unexpired Leases of Nonresidential Non-Real Property, and (C) Executory Contracts, Effective as of the Petition Date; and (II) Abandon Personal Property [[D.I. 13](#), 11/3/24]

Objection Deadline: November 19, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); and the Official Committee of Unsecured Creditors to December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Notice of Hearing [[D.I. 136](#), 11/7/24]
- B. Certification of Counsel Regarding Revised Proposed First Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code, Authorizing the Debtors to (I) Reject Certain (A) Unexpired Leases of Nonresidential Real Property, (B) Unexpired Leases of Nonresidential Non-Real Property, and (C) Executory Contracts, Effective as of the Petition Date; and (II) Abandon Personal Property [[D.I. 317](#), 12/5/24]

Responses Received:

- C. Informal Comments from:
 - i. Gexa Energy L.P.
 - ii. Eternia, LLC
 - iii. The Official Committee of Unsecured Creditors

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

8. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 14](#), 11/4/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended for the Chubb Companies to November 27, 2024 at 4:00 p.m. (ET); extended for the Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); extended for the Texas Taxing Authorities to December 3, 2024 at 4:00 p.m. (ET); and extended for the Official Committee of Unsecured Creditors to December 4, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Notice of Filing of Blackline of Proposed Interim Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 75](#), 11/5/24]
- B. Interim Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 132](#), 11/6/24]
- C. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- D. Declaration of Eric Kaup in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 162](#), 11/12/24]
- E. Declaration of Joseph Malfitano in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 163](#), 11/12/24]
- F. Notice of Filing of Proposed Final Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 177](#), 11/15/24]
- G. Certification of Counsel Regarding Proposed Final Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 318](#), 12/5/24]

Responses Received:

- H. Informal Comments from:
 - i. The Ad Hoc Group of First Lien Lenders
 - ii. The Texas Taxing Authorities
 - iii. The Official Committee of Unsecured Creditors
 - iv. The Chubb Companies
- I. Limited Objection by Daniel P. Hagaman to Debtors' Motion for Entry of Interim and Final Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief [[D.I. 199](#), 11/20/24]

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

9. Debtors' Second Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Executory Contracts as of the Rejection Date and (II) Abandon Personal Property [[D.I. 244](#), 11/25/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET); extended for the Official Committee of Unsecured Creditors to December 3, 2024 at 12:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Second Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554 of the Bankruptcy Code Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Executory Contracts as of the Rejection Date and (II) Abandon Personal Property [[D.I. 320](#), 12/5/24]

Responses Received:

- B. Informal Comments from the Official Committee of Unsecured Creditors

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

10. Debtors' Motion for Order (A) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and (B) Approving the Form and Manner of Notice Thereof [[D.I. 255](#), 11/26/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET); extended for the Official Committee of Unsecured Creditors to December 4, 2024 at 4:00 p.m. (ET); extended for the Chubb Companies to December 5, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Order (A) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and (B) Approving the Form and Manner of Notice Thereof [[D.I. 330](#), 12/5/24]

Responses Received:

- B. Informal Comments from:

- i. The Chubb Companies
- ii. The Official Committee of Unsecured Creditors
- iii. Certain landlords

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

11. Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals [[D.I. 256](#), 11/26/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Certification of Counsel Regarding Revised Proposed Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals [[D.I. 321](#), 12/5/24]

Responses Received:

- B. Informal Comments from the Official Committee of Unsecured Creditors

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

12. Debtors' Motion for an Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2 [[D.I. 257](#), 11/26/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET); extended for the Official Committee of Unsecured Creditors to December 4, 2024 at 12:00 p.m. (ET)

Related Documents:

- A. [Withdrawn] Certification of Counsel Regarding Revised Proposed Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2 [[D.I. 326](#), 12/5/24]
- B. Notice of Withdrawal of Certification of Counsel Regarding Revised Proposed Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2 [[D.I. 332](#), 12/5/24]
- C. Certification of Counsel Regarding Revised Proposed Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and

(B) Waiving Certain Information Requirements of Local Rule 2016-2 [[D.I. 337](#), 12/6/24]

Responses Received:

D. Informal Comments from the Official Committee of Unsecured Creditors

E. Informal Comments from the Office of the United States Trustee for the District of Delaware

Status: A certification of counsel has been filed. No hearing is required unless the Court has questions or concerns.

MATTERS GOING FORWARD

13. Debtors' Motion for Interim and Final Orders (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Resolving Objections by Utility Companies and Determining Additional Adequate Assurance of Payment, and (IV) Granting Related Relief [[D.I. 7](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended Ad Hoc Group of Freedom Lenders to November 29, 2024 at 4:00 p.m. (ET); extended for all objection utilities to December 3, 2024 at 4:00 p.m. (ET); and extended for the Official Committee of Unsecured Creditors to December 4, 2024 at 4:00 p.m. (ET)

Related Documents:

A. Interim Order (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Resolving Objections by Utility Companies and Determining Additional Adequate Assurance of Payment, and (IV) Granting Related Relief [[D.I. 128](#), 11/6/24]

B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]

Responses Received:

C. Informal Comments from:

- i. The Official Committee of Unsecured Creditors
- ii. Duke Energy
- iii. Piedmont Natural Gas Company, Inc.
- iv. Waste Management
- v. Granite Telecommunications

- D. Objection of Certain Utility Companies to the Debtors' Motion for Interim and Final Orders (I) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Payment, (III) Establishing Procedures for Resolving Objections by Utility Companies and Determining Additional Adequate Assurance of Payment, and (IV) Granting Related Relief [[D.I. 280](#), 12/2/24]

Status: The Debtors are continuing to negotiate with responding parties and anticipate filing a certification of counsel prior to the hearing. This matter is going forward.

14. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers, and 503(b)(9) Claimants; and (II) Granting Related Relief [[D.I. 10](#), 11/3/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended for the Ad Hoc Group of Freedom Lenders to December 2, 2024 at 12:00 p.m. (ET); and extended for the Official Committee of Unsecured Creditors to December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers, and 503(b)(9) Claimants; and (II) Granting Related Relief [[D.I. 129](#), 11/6/24]
- B. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- C. Notice of Filing Proposed Second Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers, and 503(b)(9) Claimants; and (II) Granting Related Relief [[D.I. 176](#), 11/14/24]
- D. Second Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers, and 503(b)(9) Claimants; and (II) Granting Related Relief [[D.I. 217](#), 11/21/24]
- E. Declaration of Brett Bakemeyer in Support of the Objection of the Ad Hoc Group of Freedom Lenders to Final Approval of the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers and 503(b)(9) Claimants; and (II) Granting Related Relief [(Sealed) [D.I. 278](#), 12/2/24]

- F. Ad Hoc Group of Freedom Lenders' Motion to Seal (I) Its Objection to the Debtors' DIP Motion [D.I. 274; (II) Its Objection to the Debtors Critical Vendor Motion [D.I. 277]; and (III) the Bakemeyer Declaration [D.I. 278] [[D.I. 331](#), 12/5/24]
- G. The Ad Hoc Group of Freedom Lenders' Witness List for the Second Day Hearing [[D.I. 333](#), 12/5/24]
- H. Debtors' Witness List for Second Day Hearing Set for December 10, 2024 At 10:00 a.m. (Prevailing Eastern Time) [[D.I. 338](#), 12/6/24]
- I. Supplemental Declaration of David Orlofsky in Support of Critical Vendor Motion [[D.I. 339](#), 12/6/24]
- J. Notice of Ad Hoc Group of First Lien Lenders and DIP Lenders Exhibit List and Intent to Offer Witness Testimony at the Hearing Set for December 10, 2024 at 10:00 A.M. (EDT) [[D.I. 342](#), 12/6/24]

Responses Received:

- K. Informal Comments from the Official Committee of Unsecured Creditors
- L. Objection of the Ad Hoc Group of Freedom Lenders to Final Approval of the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Certain Critical Vendors, Foreign Vendors, Shippers & Logistics Providers and 503(b)(9) Claimants; and (II) Granting Related Relief [(Sealed) D.I. 277, 12/2/24]

Status: The Debtors intend to file a reply to Item K. This matter is going forward.

- 15. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [[D.I. 51](#), 11/4/24]

Objection Deadline: November 20, 2024 at 4:00 p.m. (ET); extended for the Chubb Companies to November 22, 2024 at 4:00 p.m. (ET); extended for the Ad Hoc Group of Freedom Lenders to December 2, 2024 at 12:00 p.m. (ET); extended for the Texas Taxing Authorities to December 3, 2024 at 4:00 p.m. (ET); extended for certain landlords to December 5, 2024 at 4:00 p.m. (ET); and extended for the Official Committee of Unsecured Creditors and other certain landlords to December 6, 2024 at 12:00 p.m. (ET)

Related Documents:

- A. Declaration of Christopher Grubb in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [[D.I. 52](#), 11/4/24]
- B. Notice of Filing of Blackline of Proposed Interim Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [[D.I. 76](#), 11/5/24]
- C. Debtors' Exhibit List in Connection with the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [[D.I. 97](#), 11/6/24]
- D. Interim Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [[D.I. 134](#), 11/7/24]
- E. Omnibus Notice of First Day Pleadings and Final Hearing Thereon [[D.I. 137](#), 11/7/24]
- F. Ad Hoc Group of Freedom Lenders' Motion to Seal (I) Its Objection to the Debtors' DIP Motion [[D.I. 274](#); (II) Its Objection to the Debtors Critical Vendor Motion [[D.I. 277](#)]; and (III) the Bakemeyer Declaration [[D.I. 278](#)] [[D.I. 331](#), 12/5/24]
- G. The Ad Hoc Group of Freedom Lenders' Witness List for the Second Day Hearing [[D.I. 333](#), 12/5/24]
- H. Notice of Filing Proposed Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [[D.I. 336](#), 12/6/24]

- I. Debtors' Witness List for Second Day Hearing Set for December 10, 2024 At 10:00 a.m. (Prevailing Eastern Time) [[D.I. 338](#), 12/6/24]
- J. Notice of Ad Hoc Group of First Lien Lenders and DIP Lenders Exhibit List and Intent to Offer Witness Testimony at the Hearing Set for December 10, 2024 at 10:00 A.M. (EDT) [[D.I. 342](#), 12/6/24]

Responses Received:

K. Informal Comments from:

- i. JP Morgan Chase Bank, N.A. as Prepetition ABL Agent
- ii. Certain Landlords
- iii. The Chubb Companies
- iv. The Texas Taxing Authorities
- v. The Official Committee of Unsecured Creditors

L. Objection of Ad Hoc Group of Freedom Lenders to Final Approval of the Debtors' DIP Motion [(Sealed) D.I. 274, 12/2/24]

M. Limited Objection of Certain Landlords to Motion of Debtors to Approve Post-Petition Financing [[D.I. 305](#), 12/4/24]

N. Supplement to Objection of the Ad Hoc Group of Freedom Lenders to Final Approval of the Debtors' DIP Motion [[D.I. 308](#), 12/4/24]

Status: The Debtors intend to file a reply to Items L, M and N. The Debtors believe Item M has been resolved. This matter is going forward.

16. Debtors Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief; and (II) (A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 154](#), 11/11/24]

Objection Deadline: November 25, 2024 at 4:00 p.m. (ET); extended for the Ad Hoc Group of Freedom Lenders to December , 2024 at as:00 p.m. (ET); further extended for the Official Committee of Unsecured Creditors and certain landlords to December 6, 2024 at 12:00 p.m. (ET)

Related Documents:

- A. Declaration of Neil A. Augustine in Support of the Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Bidding Procedures Motion [(Sealed) D.I. 276, 12/2/24]

- B. Debtors' Notice of Deposition to Neil A. Augustine in Connection with the Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Bidding Procedures Motion [[D.I. 287](#), 12/3/24]
- C. Redacted Declaration of Neil A. Augustine in Support of the Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Bidding Procedures Motion [[D.I. 323](#), 12/5/24]
- D. The Ad Hoc Group of Freedom Lenders' Witness List for the Second Day Hearing [[D.I. 333](#), 12/5/24]
- E. Declaration of Christopher Grubb in Support of the Debtors' Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [[D.I. 334](#), 12/6/24]
- F. Notice of Filing of Revised Exhibit to the Debtors' Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief; and (II) (A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 335](#), 12/6/24]
- G. Debtors' Witness List for Second Day Hearing Set for December 10, 2024 At 10:00 a.m. (Prevailing Eastern Time) [[D.I. 338](#), 12/6/24]
- H. Notice of Ad Hoc Group of First Lien Lenders and DIP Lenders Exhibit List and Intent to Offer Witness Testimony at the Hearing Set for December 10, 2024 at 10:00 A.M. (EDT) [[D.I. 342](#), 12/6/24]

Responses Received:

- I. Informal comments from certain landlords
- J. Limited Objection of Front Street Kansas City, LLC to Debtors' Motion for Entry of Order (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief; and (II) (A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 241](#), 11/25/24]

- K. Limited Objection of Buddy Mac Holdings, LLC to the Debtors' Motion for Entry of an Order Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets [[D.I. 242](#), 11/25/24]
- L. Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Bidding Procedures Motion [(Sealed) D.I. 275, 12/2/24]
- M. Limited Objection of WPG Legacy, LLC to Debtors' Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief; and (II) (A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 309](#), 12/5/24]
- N. Redacted Objection of the Ad Hoc Group of Freedom Lenders to Debtors' Bidding Procedures Motion [[D.I. 322](#), 12/5/24]
- O. Limited Objection of Certain Landlords to Motion of Debtors for Entry of an Order Authorizing and Approving Bidding Procedures for the Sale of Debtors' Assets [[D.I. 328](#), 12/5/24]

Status: The Debtors intend to file a reply to Items I, K, L, M, and O. Item J has been resolved. This matter is going forward.

- 17. Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 192](#), 11/20/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Declaration of Brett Bakemeyer in Support of the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 193](#), 11/20/24]
- B. Notice of Hearing [[D.I. 222](#), 11/22/24]
- C. Debtors' Notice of Deposition of Irradiant Partners LP Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure [[D.I. 265](#), 11/27/24]
- D. Debtors' Notice of Deposition of Pacific Investment Management Company Pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure [[D.I. 266](#), 11/27/24]

- E. Debtors' Notice of Deposition of Jon Levinson in Connection with the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 267](#), 11/27/24]
- F. Debtors' Notice of Deposition of Seth Zeleznik in Connection with the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 268](#), 11/27/24]
- G. Debtors' Notice of Deposition to Gabriel Goldstein in Connection with the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the HoldCo Debtors' Cases, (II) Lifting the Automatic Stay in the HoldCo Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the HoldCo Debtors [[D.I. 269](#), 11/27/24]
- H. Declaration of Betsy L. Feldman in Support of Debtors' Objection to Motion of the Freedom Lender Group for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 300](#), 12/3/24]
- I. Debtors' Motion for Entry of an Order Authorizing the Debtors to Exceed the Page Limit Requirement for the Debtors' Objection to Motion of the Freedom Lender Group for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 301](#), 12/3/24]

Responses Received:

- J. The Official Committee of Unsecured Creditors' Response to Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 294](#), 12/3/24]
- K. Debtors' Objection to Motion of the Freedom Lender Group for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 298](#), 12/3/24]
- L. Objection of the Ad Hoc Group of First Lien Lenders to the Motion of the Ad Hoc Group of Freedom Lenders for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 299](#), 12/3/24]

Status: This matter is going forward.

18. The Ad Hoc Group of Freedom Lenders Emergency Motion for Entry of an Order (I) Adjourning the Second Day Hearing Set for December 10, 2024, (II) Extending the Objection Deadlines in Connection with the Second Day Hearing and (III) Granting Related Relief [[D.I. 194](#), 11/20/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET)

Related Documents:

- A. Ad Hoc Group of Freedom Lenders' Motion to Shorten Time for the Ad Hoc Group of Freedom Lenders Emergency Motion for Entry of an Order (I) Adjourning the Second Day Hearing Set for December 10, 2024, (II) Extending the Objection Deadlines in Connection with the Second Day Hearing and (III) Granting Related Relief [[D.I. 195](#), 11/20/24]
- B. Notice of Hearing [[D.I. 223](#), 11/22/24]

Responses Received:

- C. Debtors' Objection to the Ad Hoc Group of Freedom Lenders' Emergency Motion for Entry of an Order (I) Adjourning the Second Day Hearing Set for December 10, 2024, (II) Extending the Objection Deadlines in Connection with the Second Day Hearing and (III) Granting Related Relief [[D.I. 297](#), 12/3/24]
- D. Joinder of Ad Hoc Group of First Lien Lenders in the Debtors' Objection to the Ad Hoc Group of Freedom Lenders Emergency Motion for Entry of an Order (I) Adjourning the Second Day Hearing Set for December 10, 2024, (II) Extending the Objection Deadlines in Connection with the Second Day Hearing and (III) Granting Related Relief [[D.I. 303](#), 12/3/24]

Status: This matter is going forward.

19. Motion of the Debtors for Entry of an Order Extending the Time to File Schedules of Assets and Liabilities and Statements of Financial Affairs [[D.I. 254](#), 11/26/24]

Objection Deadline: December 3, 2024 at 4:00 p.m. (ET)

Related Documents: None.

Responses Received:

- A. Objection of the Ad Hoc Group of Freedom Lenders to the Debtors' Motion to Extend the Deadline to File SOFAs and Schedules [[D.I. 296](#), 12/3/24]

Status: The Debtors intend to file a reply to Item A. This matter is going forward.

20. Debtors' Motion for Entry of an Order Authorizing the Debtors to Exceed the Page Limit Requirement for the Debtors' Objection to Motion of the Freedom Lender Group for Entry of an Order (I) Terminating Exclusivity in the Holdco Debtors' Cases, (II) Lifting the Automatic Stay in the Holdco Debtors' Cases, or (III) Appointing a Chapter 11 Trustee for the Holdco Debtors [[D.I. 301](#), 12/3/24]

Objection Deadline: December 10, 2024 at 10:00 a.m. (ET)

Related Documents: None.

Responses Received: None.

Status: This matter is going forward.

21. Ad Hoc Group of Freedom Lenders' Motion to Seal (I) Its Objection to the Debtors' DIP Motion [D.I. 274; (II) Its Objection to the Debtors Critical Vendor Motion [D.I. 277]; and (III) the Bakemeyer Declaration [D.I. 278] [[D.I. 331](#), 12/5/24]

Objection Deadline: December 10, 2024 at 10:00 a.m. (ET)

Related Documents: None.

Responses Received: None.

Status: This matter is going forward.

[Signature Page Follows]

Dated: December 6, 2024
Wilmington, Delaware

**YOUNG CONAWAY STARGATT & TAYLOR,
LLP**

/s/ Shella Borovinskaya

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